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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NETTHE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0865

May 14, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a primary document, dated as of May 7, 2009. The primary document to which this is connected is recorded under Recordation No. 21079. We request that this document be recorded under Recordation No. 21079-B.

The names and addresses of the parties to the Instrument of Lease Termination are:

Lessor:

GATX Rail Locomotive Group, L.L.C.
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha NE 68179-0001

A description of the equipment covered by the Instrument of Lease Termination consists of 26 GP38-1 locomotives numbered UP 2238-2263, inclusive.

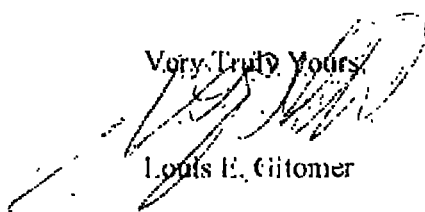
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Honorable Anne K. Quinlan
May 14, 2009
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A short summary of the document to appear in the index follows: an Instrument of Lease Termination between GATX Rail Locomotive Group, L.L.C., Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha NE 68179-0001, covering 26 GP38-1 locomotives numbered UP 2238-2263, inclusive.

Very Truly Yours,


Louis E. Giltner

Enclosure

MAY 14 '09

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SURFACE TRANSPORTATION BOARD

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT"), dated as of May 7, 2009 (the "Release"), between GATX Rail Locomotive Group, L.L.C. ("GATX") (successor in interest to Citicorp Railmark, Inc. ("CRI")), and Union Pacific Railroad Company ("UP").

WITNESSETH

WHEREAS, (1) a Memorandum of Lease Agreement, dated as of April 1, 1997 between CRI, as lessor, and UP, as lessee, was recorded at the Surface Transportation Board (the "Board") on December 17, 1997 at 12:11 pm under Recordation Number 21079 for 26 GP38-1 locomotives numbered UP 2238-2263, inclusive (the "Locomotives"); and (2) a Memorandum of Assignment of Lease dated as of December 29, 2004 between CRI, as assignor, and GATX, as assignee, was recorded at the Board on February 7, 2005 at 4:23 pm under Recordation Number 21079-A for the Locomotives (collectively the "Lease");

WHEREAS, GATX and UP desire to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the obligations of UP and rights of GATX to the Locomotives under the Lease.

NOW, THEREFORE, in consideration of the premises:

GATX and UP do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect to the Locomotives.

IN WITNESS WHEREOF, GATX and UP have executed or caused this Instrument to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.

By: 

Its: Vice President - Business Operations

UNION PACIFIC RAILROAD COMPANY

By: _____

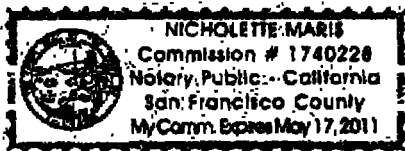
Its: _____

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On June 13, 2008 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires May 17, 2011

STATE OF NEBRASKA)
)ss:
COUNTY OF DOUGLAS)

On this ___ day of June 2008, before me personally appeared -
_____, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of Union Pacific Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Notary Public
My Commission Expires:

IN WITNESS WHEREOF, GATX and UP have executed or caused this Instrument to be executed as of the date first above written.

GATX RAIL LOCOMOTIVE GROUP, L.L.C.

By: _____
Its: _____

UNION PACIFIC RAILROAD COMPANY

By: *Jacqueline A. White*
Its: ATP - Strategic Financing

STATE OF CALIFORNIA)
)SS:
COUNTY OF SAN FRANCISCO)

On this ____ day of May 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of GATX Rail Locomotive Group, L.L.C., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Notary Public
My Commission Expires:

STATE OF NEBRASKA)
)SS:
COUNTY OF DOUGLAS)

On this 14th day of May 2009, before me personally appeared Jacqueline R. White, to me personally known, who being by me duly sworn, did say that she is an Authorized Officer of Union Pacific Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Candace Billingsley
Notary Public
My Commission Expires: *December 8, 2009*

